

SM Energy Co
Form 8-K
December 19, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
December 19, 2014 (December 16, 2014)

SM Energy Company
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 001-31539 | 41-0518430 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

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|---|------------|
| 1775 Sherman Street, Suite 1200, Denver, Colorado | 80203 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (303) 861-8140

Not applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective as of December 16, 2014, the Board of Directors (the “Board”) of SM Energy Company (the “Company”) authorized the amendment and restatement of the Company's Bylaws (as amended and restated, the “Amended and Restated Bylaws”). The revisions to the Amended and Restated Bylaws added Section 21, Forum for Certain Actions, which provides that, unless a majority of the Board consents in writing, the exclusive forum for certain specified corporate law based lawsuits involving the Company may be brought only in the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another state court located within the State of Delaware or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware).

A copy of the Amended and Restated Bylaws reflecting this amendment is attached hereto as Exhibit 3.1.

Item 9.01 Financial Statements and Exhibits.

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| (d) | Exhibits. | The following exhibit is furnished as part of this report: |
| | Exhibit 3.1 | Amended and Restated Bylaws of SM Energy Company, effective as of December 16, 2014 |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SM ENERGY COMPANY

Date: December 19, 2014 By: /s/ DAVID W. COPELAND
David W. Copeland
Executive Vice President, General Counsel and
Corporate Secretary